SOLTORO LTD.

MANAGEMENT DISCUSSION AND ANALYSIS
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2008

This Management Discussion and Analysis ("MD&A") reviews the financial condition and results of operations of Soltoro Ltd. ("Soltoro" or the "Company") for the three and nine months ended September 30, 2008. The MD&A was prepared as of November 25, 2008 and should be read in conjunction with the unaudited consolidated financial statements for the three and nine months ended September 30, 2008, including the notes thereto and the audited consolidated financial statements for the year ended December 31, 2007, including the notes thereto and the related MD&A. These consolidated financial statements, which were prepared in conformity with Canadian generally accepted accounting principles and are expressed in Canadian dollars unless otherwise indicated, are filed on SEDAR at www.sedar.com, where additional disclosure relating to the Company can also be located.

All statements, other than of historical fact included therein, including without limitation, statements regarding potential mineralization, reserves and exploration results and future plans and objectives of the Company are forward looking statements and involve various risks and uncertainties, which are detailed in the Section "Risk Factors" of this MD&A. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

1. OVERVIEW

Soltoro Ltd. ("the Company") is a mineral exploration company listed on the TSX Venture Exchange as a Tier 2 company and trading under the stock symbol "SOL". The Company is a development stage company and is primarily engaged in the business of exploration and development of mineral resources in Mexico through its 100% owned subsidiary, Soltoro S.A. de C.V. ("Soltoro-Mexico"). Soltoro-Mexico holds interests in properties hosting primarily gold, silver and copper mineralization. All of Soltoro's properties are located in Mexico. None of Soltoro-Mexico's properties are currently in production.

2. PROPERTY PORTFOLIO

El Rayo Silver Gold Lead Project

The El Rayo exploration project is located adjacent to the town of Guachinango in the state of Jalisco, Mexico. Two concessions covering a total 10,036 hectares make up the project consisting of the 3,848 hectare "El Rayo" and 6,188 hectare "Guachinango 1" concessions. Soltoro-Mexico owns 100% title interest to the El Rayo concession with no outstanding interests or payments due. On November 24, 2006, Soltoro-Mexico acquired a 100% interest to the "Guachinango 1" property from Golden Predator Mines Inc. (formerly "Fury Explorations Ltd.") Golden Predator's Mexican subsidiary retains a 2% Net Smelter Return royalty in the "Guachinango 1" concession of which Soltoro has the right to repurchase 1.5% of the Net Smelter Return royalty for US$1,500,000.

The El Rayo property is located in a geological window of the Sierra Madre Occidental volcanic arc that has been overlain by the Trans-Mexican Volcanic Belt in the surrounding areas of Jalisco. There is good access to the property as it is situated near a main highway, and a paved road to the town of Guachinango intercepts the main historically mined zone on the property. Within the property, 14 historic underground mines have been located to date along three separate structures. The historic Catarina mine began operating in 1545 with the majority of the mining activity taking place at the end of the 19th century.

Beginning in the late 1970's, the government geologic agency (CRM) carried out extensive work programs on the property at the previously producing Catarina, El Rayo, Matachines and Las Bolas mines pursuant to which CRM reported a 7 million ounce silver resource consisting of 1,346,072 tonnes grading 169 gpt silver. The CRM resource is considered historical and non NI 43-101 compliant. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources. Soltoro is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon.

The Company is investigating the property for the potential to host a bulk mineable silver-gold-lead deposit. In 2007, the Company completed a 5,530 metre orientation diamond drill program. The 2007 drill program confirmed that additional drilling within the historic resource area and along the north-west and north-east mineralized extensions is warranted. Trenching and drilling has identified a new precious metals system (primarily gold) north-west along the El Rayo structure and a continuation of the silver-lead mineralization along the north-east trending Las Bolas structure.

The mineralized El Rayo and Las Bolas structures are contiguous and have been traced over 5 kilometres. Mineralization along the north-east trending Las Bolas structure has been defined over a 1.5 kilometre strike length to date. The 2007 orientation drill program primarily drill tested the southern portion of the Las Bolas structure over a 700 metre strike length with every drill hole intercepting mineralization. The decision to drill along the 500 metre north-east extension beyond the historic resource area was made to demonstrate the consistency of the mineralization within the Las Bolas structure and to add to the historic resource. Little to no drilling had previously been carried out in this area.

On June 17, 2008 Soltoro announced commencement of a resource definition drill program along the north-eastern trending Las Bolas structure with a view to defining a silver resource. Two drill holes completed were twinned with prior diamond drill holes in order to compare percussion drill assay results to diamond drill assay results and also to see if percussion drilling could improve recoveries on the southern portion of the Las Bolas structure where recoveries of less than 70% were encountered using a diamond drill. Results from the twinned holes were as follows:

Line	Drill Hole	From:	To:	Width: (Metres)	Silver gpt	Lead %
S4	RAY08-RC01	69.0	88.5	19.5	184	0.60
S4	RAY-07-08	64.5	84.0	19.5	187	0.13
N/A*	RAY08-RC41*	45.0	76.5	31.5	113	0.26
N/A*	RAY-07-11	49.1	84.2	35.1	92	0.04

**RC41 was drilled approximately 50 metres south of the resource definition drill area*

RAY08-RC01, the first twinned hole drilled along the Las Bolas structure using a percussion drill, returned a near identical result as diamond drill hole RAY-07-08, which served to confirm that percussion drilling is an effective method for drilling along the Las Bolas structure. Recovery in RAYO-RC01 and RAY07-08 were near 100%. RAY08-RC41, twinned diamond drill hole RAY-07-11. These holes are located outside of the resource definition area approximately 50 metres south of line S10. This is an area where previous diamond drilling achieved only a 70% core recovery due to poor ground conditions. Recovery utilizing percussion drilling in this area was 100% and assay values improved by roughly 30%. This result would indicate that future percussion drilling may increase the recovery rate and, as a result, may improve assay results for the southern portion of the Las Bolas structure.

During the 2008 program ten sections at 50 metre spacings were completed. Along each section four holes were drilled to intersect the vein structure at 25 metre intervals down the predicted dip. Results of all 10 sections are summarized as follows:

Line	Drill Hole	From:	To:	Width: (Metres)	Silver gpt	Lead %
S1	RC22	64.5	118.5	54	74	0.22
	including	103.5	117.0	13.5	152	0.68
S1	RC23	63.0	81.0	18	55	0.01
	including	78.0	81.0	3	129	0.12
S1	RC24	42.0	49.5	7.5	26	0.04
S1	RC25	21.0	25.5	4.5	10	0.05
S2	RC19	21.0	27.0	6	67	0.03
S2	RC20	45.0	57.0	12	104	0.08
	including	48.0	54.0	6	149	0.08
S2	RC21	49.5	79.5	30	96	0.25
	including	67.5	73.5	6	181	0.08
S2	RC28	81.0	127.5	46.5	143	0.27
	including	99.0	118.0	19.5	261	0.56
	including	99.0	114.0	15	311	0.71
S3	RC18	18.0	31.5	13.5	153	0.92
	including	21.0	27.0	6	263	1.85
S3	RC17	27.0	57.0	30	122	0.13
	including	36.0	52.5	16.5	165	0.18
S3	RC26	60.0	82.5	22.5	139	0.13
	including	64.5	81.0	16.5	175	0.16
S3	RC27	96.0	126.0	30	148	0.22
	including	99.0	117.0	18	218	0.34
S4	RC03	21.0	33.0	12	103	0.28
S4	RC02	33.0	55.5	22.5	176	0.14
S4	RC01	69.0	88.5	19.5	184	0.60
S4	RC29	90.0	134.5	49.5	84	0.11
	including	115.5	136.5	21	118	0.07
S5	RC11	28.5	36.0	7.5	58	0.04
S5	RC13	43.5	76.5	33	77	0.09
	including	60.0	70.5	10.5	136	0.15
S5	RC14	69.0	102.0	33	105	0.13
	including	81.0	93.0	12	179	0.22
S5*	RC30*	60.0	150.0	90	150	0.20
	including	111.0	144.0	33	138	0.13
S5*	RC30 cut value*	60.0	150.0	90	99	0.20

All intersections are reported as drill lengths. True widths are not known at this time but are believed to be close to drilled width based on lithology and drill orientation.

** 4,004 gpt silver was returned over 1.5m, the cut value represents a cut off value of 1,000 gpt silver*

Line	Drill Hole	From:	To:	Width (Metres)	Silver gpt	Lead %
S6	RC09	39.0	46.5	7.5	120	1.27
S6	RC10	58.5	70.5	12	92	2.07
	including	58.5	67.5	9	103	2.04
S6	RC12	60.0	100.5	40.5	61	0.23
	including	79.5	85.5	6	91	0.10
S6	RC16	123.0	153.0	30	69	0.23
	including	124.5	138.0	13.5	72	0.08
	including	124.5	132.0	7.5	74	0.09
S7	RC08	31.5	48.0	16.5	155	4.68
	including	33.0	43.5	10.5	203	6.09
S7	RC06	54.0	100.5	46.5	80	1.19
	including	58.5	73.5	15	120	3.08
S7	RC15	87.0	100.5	13.5	74	0.38
	including	88.5	91.5	3	98	0.53
S7	RC31	172.5	181.5	9	31	0.15
S8	RC04	4.5	33.0	28.5	87	0.16
	including	4.5	18.0	13.5	110	0.26
S8	RC05	27.0	55.5	28.5	85	0.17
	including	27.0	45.0	18	103	0.22
S8	RC07	61.5	66.0	4.5	51	0.14
	RC10	58.5	70.5	12	92	2.07
S8	RC32	87.0	102.0	15	51	0.38
S9	RC36	3.0	34.5	31.5	107	0.54
	including	4.5	21.0	16.5	147	0.93
S9	RC33	27.0	39.0	12	124	1.14
S9	RC37	49.5	58.5	9	63	0.1
S9	RC38	70.5	79.5	9	73	0.07
S10	RC34	19.5	34.5	15	46	0.12
S10	RC35	45.0	51.0	6	51	0.06
S10	RC39	76.5	94.5	18	61	0.04
S10	RC40	109.5	120.0	10.5	87	0.05
	including	111.0	115.5	4.5	117	0.05

All intersections are reported as drill lengths. True widths are not known at this time but are believed to be close to drilled width.

In September and October of 2008 further mapping and sampling was carried out along and surrounding the north-eastern extension of the Las Bolas structure in order to better understand the mineralization encountered in the resource drilling program. Several new vein systems including a vertical dipping mineralized structure were noted. The newly identified vertical structure and the known Las Bolas vein structure appear to intercept at depth below the zone drilled to date. Deeper drilling should be conducted to test for a source to the mineralized structures. A location map showing along with all the drill sections can be viewed at www.soltoro.com/pdf/DS2008RCRAYO.pdf or by following a link on the company's website at www.soltoro.com/rayo.htm.

Soltoro has suspended plans to complete initial metallurgical testing and delayed further work required to establish a silver resource due to the drop in the price of silver and the volatility of the financial markets. Future work programs have been designed to drill test the south-western portion of the Las Bolas structure including deeper drilling along the entire structure to identify the source and depth of the vein systems and to drill test the gold zone along the north-western extension of the EL Rayo structure.

La Tortuga Copper Gold Porphyry Project

The La Tortuga project is located in the State of Jalisco approximately a 3 hour drive south-west of Guadalajara by paved highway and dirt road. A large portion of the property formed part of the National Mine Reserve in Jalisco before denationalization in 1993. The property is located in a geological window of the Sierra Madre Occidental volcanic arc that has been overlain by the Trans-Mexican Volcanic Belt in the surrounding areas of Jalisco. In May 2006, the Company completed a National Instrument 43-101 compliant report on the property which was filed with the TSX Venture Exchange in August 2006. Soltoro-Mexico receipted title to 4 concessions and staked an additional concession totalling 14,331 hectares. Soltoro-Mexico holds a 100% interest in the titled concessions and was the sole applicant for those under application.

On August 21, 2007, Soltoro signed a letter of intent to option the la Tortuga property to SMM Exploration Corporation, a subsidiary of Sumitomo Metal Mining Co., Ltd, ("Sumitomo") one of Japan's leading copper mining and manufacturing companies.

Under the terms of the letter of intent, Sumitomo may earn a 51% interest in the property by contributing US$4,000,000 in expenditures over the next five years. Sumitomo may earn a further 19% interest for a total of 70% by making additional expenditures of US$16,000,000 or by delivering a bankable feasibility study. Sumitomo fulfilled a commitment to incur exploration expenditures of US$500,000 in the first earn-in period of the joint venture by February 2008. Soltoro will act as the operator of the project until Sumitomo has earned a 51% interest during which time Soltoro is entitled to a 10% operator fee. Soltoro was paid the first year's operator fee of US$45,454 on signing. On February 15, 2008, Sumitomo and Soltoro approved a budget of US$750,000 and Sumitomo entered into the second earn-in period of the joint venture.

Mining was last carried out on the La Tortuga property at the turn of the 19th century by Americans working at the historic Las Garrochas gold-silver mine and the Macuchi silver-copper mine. More recently, from 1993 to 1998, surface trenching, geochemical surveys, geophysics, a fluid inclusion study and a reverse circulation drill program were completed. The property hosts both epithermal polymetallic gold-copper-silver vein systems and large zones of argillic alteration associated with porphyritic intrusives. The Company's current exploration programs at La Tortuga are designed to determine whether a large mineralized porphyry system is the feeder system for the varied mineralized systems outlined to date on the Property.

The presence of multiple phases of mafic to felsic intrusives, some of which are magnetic, porphyritic, potassically altered and hosting pyrite is very encouraging for the presence of a mineralized copper-gold porphyry system. The additional presence of mineralized intrusive matrix breccias as well as tourmaline matrix breccias, pebble dykes and the related copper-gold values in the various veins on the property also indicate the potential for a sizeable copper-gold porphyry system.

In 2006 and 2007, the Company completed Induced Polarization ('I.P.") surveys covering 102 line-km which outlined a 4 km by 0.6 km I.P. anomaly. Pursuant to these surveys the property was optioned to Sumitomo in August of 2007. A third round of I.P. surveying consisting of a 10 line-km pole-dipole survey was completed in November 2007 over a portion of the 4 km by 0.6 km chargeability anomaly previously identified by Soltoro. The purpose of this survey was to more accurately define the depth of the known chargeability anomalies. Soltoro retained Sumiko Consultants of Japan to complete 2D inversions of the I.P. data. Concurrent to the I.P survey, a potassic alteration survey over the same area outlined two potassic alteration events, centered on the area immediately to the west of the Papagayo ridge. This zone coincides with the strongest area of pole-dipole chargeability. Subsequently, a diamond drill program was carried out to drill test the most favourable porphyry copper-gold targets in the Papagayo area.

Drilling of the Papagayo area began in January 2008 and 2,005 metres were completed by March 6, 2008. Five drill holes were completed testing the main chargeability anomalies. Geologically the drill holes cut extensive zones of potassically altered intrusive rocks which had been affected by at least 5 fracturing and veining events. Tourmaline breccias were also encountered along with zones of disseminated pyrite which may account for the chargeability anomalies. No copper mineralization was encountered in this round of drilling and consideration is being given as to whether follow-up drilling at depth is required in this zone.

In November of 2007 reconnaissance mapping and sampling of the Lauralito Area, on the south-east extension of the La Tortuga claim (10 km to the east of the Papagayo Ridge), identified a 10 square kilometre copper-gold zone with porphyry potential. Six samples collected returned over 1% copper from four channel samples and two samples of surface dump material. A 3.7% copper value was returned from a historic dump at the El Macho Prospect, while a channel sample of 2.73% copper over 2 metres was returned from the Natividad Prospect. A 1.2 metre chip sample taken from Labor del Cerro returned 12.6 gpt gold, 1.32 % copper and 18.4 gpt silver. These prospects occur over 4.5 kilometres and straddle a large magnetic high associated with outcropping granodiorite and diorite intrusions.

In April of 2008 an I.P. survey was conducted over an area covering 32.5 line–kilometres in the Lauralito zone. A number of weak chargeability anomalies were returned however none were of sufficient size to justify drilling at this time.

At the historic Las Garrochas mine area, follow-up mapping and sampling was initiated along with three 2-km long lines of pole-dipole I.P. Las Garrochas was last mined at the turn of the 19th century for gold and silver. Geological mapping identified additional intrusive phases as well as some moderate I.P. chargeability anomalies. In October of 2008 a drill was contracted to test a significant chargeability anomaly located on the third I.P. line north-east of the Las Garrochas mine and also to test below the historic Las Garrochas mine at depth. Drilling commenced on November 17, 2008 and was underway at the time of writing of this MD&A. Further sampling and mapping is being carried out in and around the central zone Macuchi mine with a view to possibly extending the drill program to drill test below the historic Macuchi mine. No decision to complete a drill program at the Macuchi mine had been made at the time of writing of this MD&A.

Quila Bulk Tonnage Copper Gold Silver Project

In June 2006, Soltoro-Mexico staked the Quila concession, located east of the La Tortuga project, to cover numerous bornite veins, south-east trending geophysical magnetic highs and numerous historical silver/lead exploitation areas south-east of the Magistral mine. Title to the 22,760 hectare Quila concession was granted in December 2006.

On January 19, 2007, the Company entered into an earn-in agreement on the property with Southern Silver Exploration Corporation ("Southern Silver"). Southern Silver may acquire a 70% interest in Soltoro's Quila property by issuing a total of 500,000 shares to Soltoro and spending US$3 million on exploration over five years with US$150,000 as a firm commitment in the first year of the agreement. Once Southern Silver has earned its option in the property, Soltoro shall retain a carried 30% interest until delivery by Southern Silver of a definitive feasibility study and thereafter shall participate as a 30% working interest partner.

Southern Silver controls a 337 sq. km claim land package in a 25 kilometre long mineralized trend in Jalisco State. Quila represents approximately two thirds of the surface area of the package. Southern Silver has named the area the “Minas de Ameca Project". Southern Silver resumed drilling on the Minas de Ameca property in May 2007 to further investigate high-grade copper/gold/silver prospects.

On July 5, 2007, Southern Silver’s Mexican subsidiary acquired the “Altavista Del Ramos”, a 91 hectare concession within the Quila claim block. The property is subject to the terms of the earn-in agreement.

In September 2007, Southern Silver provided Soltoro with an exploration update which included mapping, sampling and induced polarization study results. Drilling was carried out on the property to test a 1.5 km by 0.5 km chargeability anomaly. Southern Silver completed Drill hole 07QU-01 on the Quila claim in early 2008. Drilling intersected several intervals of moderate to strong argillic alteration and pyritic sulphides.

In January 2008, Soltoro received notification from Southern Silver that it wished to proceed with the second year of its option at Quila. On February 7, 2008, Soltoro received 75,000 common shares of Southern Silver as the first year anniversary payment and a report of exploration expenditures (US$184,120) spent at Quila, satisfying the first year of the earn-in agreement.

To maintain the earn-in agreement in good standing, Southern Silver is required to spend US$350,000 on acquisition costs and exploration expenditure in the second year.

On November 3, 2008 Southern Silver issued a press release stating they had completed 1,020 metres of core drilling in five holes in the Altavista de Ramos area. Drilling targeted widespread copper-gold-bearing hematite-specularite breccias and quartz-sulphide veins and returned thick intervals of highly anomalous gold and copper in two holes ranging from 27.1 metres averaging 0.1 gpt gold and 0.15% copper in drill hole QAL08-05 and 0.02 gpt gold and 0.28% copper in drill hole QAL08-03.

Additional drilling targeted the El Texcalame area where two drill holes were completed for a total of 418.4 metres. Drilling intersected a strongly fractured zone over 90 metres containing traces of chalcopyrite, bornite and native copper throughout the interval and returned 1 to 7.8 metre thick intervals of strongly anomalous copper ranging from 0.1% to 0.6%.

The Altavista prospect is underlain by widespread hematite-specularite breccias with variable quartz-chlorite alteration and associated gold and copper mineralization that can be traced in outcrop, float and soil sampling for over a 350 metre strike-length. Two drill holes, which tested a 100 metre strike length of this east-west-trending target returned significant intervals (up to 10 metres thick) of strong hematite-quartz and chlorite breccias. These are similar in appearance to surface exposures which returned multi-gram gold values from channel and chip sampling.

The styles and distribution of alteration and mineralization throughout the entire Quila concession, and particularly the association of copper and gold mineralization with Fe-oxides such as hematite, specularite and magnetite indicate a large scale IOCG-styled target. Within this framework Southern Silver is concentrating its exploration activity on four favorable areas of the Northern region of the Quila concession; Altavista de Ramos, Texcalame, San Jose de Pena - Minas de Claudio and Los Copales where the presence of gold, silver and copper values are to be further evaluated by detailed mapping, sampling and ground geophysics followed by diamond drilling.

Coyote Silver Gold Project

On January 25, 2008 Soltoro-Mexico received title to the 852 hectare Coyote concession. Soltoro entered into an option agreement on May 12, 2008 to acquire additional internal concessions totaling 200 hectares. Under the terms of the option agreement, US$20,000 was paid on signing with a further cash payment of US$20,000 due within 6 months to effect transfer of the internal concessions. Soltoro is obliged to pay an additional US$200,000 in advance royalty payments over 4 years from the date of transfer to retain the internal concessions. The vendor will hold a 2% NSR and Soltoro shall have the right to purchase 1% of the NSR for US$400,000. On November 10, 2008 Soltoro and the vendor signed a ratification letter extending the due date for the US$20,000 transfer payment for the internal concessions an additional 6 months to May 9, 2009. The advance royalty payments were also extended an additional 6 months as per the terms of the contract. Further work programs are being considered.

The Coyote concession is a drill-ready silver-gold project where a series of vein systems cumulatively extend for over 5 kilometres. Initial sampling by Soltoro returned the following selected values:

Sample #	Channel Length (m)	Au-gpt	Ag-gpt
755005	1.65	1.020	110
755010	1.4	0.238	216
755011	0.9	0.190	188
755012	1.0	0.095	71
755013	1.1	0.123	656
755014	1.0	0.055	108
755015	1.2	0.232	327
755016	1.7	0.135	406
755017	2.2	0.125	102
755018	1.6	0.022	107
755019	1.15	0.044	250
755020	0.8	0.017	133
755021	1.6	0.171	268
755022	1.9	0.045	294
755023	1.0	0.049	189
755024	1.85	0.127	142
755025	1.75	0.056	346
755026	1.9	0.465	189
755027	1.9	0.016	89
755037	2.0	0.070	101
755038	2.8	0.431	124

At Coyote, the El Tajo mine was the largest former silver producer in the area. El Tajo was mined from around 1890 through to 1915. Two other underground mines are known on the property in addition to numerous smaller surface workings. This area previously made up part of a Mexican National Mineral Reserve.

Mineralization at the Coyote Project is predominantly silver with lesser gold values hosted in banded and brecciated quartz veins. The mineralized zone extends roughly over a 2.5 km by 2 km area. Five principal veins systems, with a cumulative strike length of at least 5 km, are known. These vein systems appear to be related to a set of strike slip faults and their subsidiary dilation zones. Mineralization exists over at least a 100 m vertical distance.

A mapping, trenching and channel sampling program over the vein systems was completed in September of 2008 and returned the following select results:

Trench #	Area	Chip Sample (Width in Metres)	Gold (gpt)	Silver (gpt)
1	San Rafael	1.40	0.03	167
2	San Rafael	2.70	0.06	228
3	San Rafael	2.00	0.16	168
4	San Rafael	1.00	0.35	224
5	San Rafael	12.75	0.10	126
6	San Rafael	0.80	0.13	284
7	San Rafael	3.55	0.09	191
8	San Rafael	3.50	0.01	282
9	El Tajo Sur	2.00	0.35	122
10	Florida	1.00	0.42	123
11	El Tajo	1.60	0.33	427
12	El Tajo	0.55	0.46	176
13	El Tajo	0.90	0.04	117
14	El Tajo	0.75	1.78	348
15	El Tajo	2.00	0.15	445
16	El Tajo	2.40	0.15	440
17	El Tajo	1.40	0.24	216
18	El Tajo	1.65	1.02	110
19	El Tajo	2.10	0.11	199
20	El Tajo	0.30	0.27	364
21	El Tajo Norte	1.90	0.07	164
22	El Tajo Norte	1.10	0.28	145
23	La Manuela	0.80	0.02	133
24	La Colorada	0.50	0.03	184
25	La Colorada	1.10	0.04	250
26	La Colorada	1.50	0.14	272
27	Florida	1.50	0.18	270
28	Florida	2.90	0.18	373
29	Florida	1.50	0.21	187
30	Florida	1.70	0.29	179
31	Florida	0.80	0.06	144
32	Florida	0.40	0.02	140
33	Florida	1.10	0.22	348
34	Florida	0.90	0.05	481
35	Florida	0.45	0.04	302
36	Florida	0.60	0.00	175
37	Boca Ancha	1.50	0.28	498
38	Boca Ancha	3.00	0.07	191
39	Boca Ancha	2.00	0.26	223
40	Boca Ancha	2.00	0.37	172

Prior to effecting the US$20,000 concessions transfer payment additional work is planned.

Bacanora Gold Project

On September 1, 2006, Soltoro-Mexico acquired through transfer, a 100% title interest in the Bacanora property, comprising two concessions totalling 4,718 hectares. These concessions were acquired from a subcontractor of Soltoro-Mexico for an initial payment of US$19,000. To maintain the property, Soltoro was required to make an additional payment of US$30,000 and issue 100,000 common shares of Soltoro Ltd. within 6 months of the transfer date. In February 2007 the option to purchase was extended by the parties. On April 20, 2007 the vendor and Soltoro entered into an amending agreement pursuant to which Soltoro issued 175,000 common shares as full and final payment for the Bacanora property.

The Bacanora Project is located on the western edge of the Sierra Madre Occidental where the primary mineralization on the property is gold in quartz veins hosted within a magnetic, felsic intrusive. Known mineralization outcrops over a 1,600 m long by 1,000 m wide area. A second style of mineralization is also found on the property. It is a yellow jasperoid material associated with calcareous sediments of the cover rock, suggesting that there may be potential for Carlin-style mineralization in the cover sediments. A chip sample program of 104 samples from gold-bearing quartz veinlets provided 37 assays returning greater than 0.4 gpt gold with the highest sample values returning 7.7, 7.8, 9.6, and 14.9 gpt gold. In January 2007, the Company completed a rehabilitation of the roads at Bacanora along with a trenching program. Results from the trenching program in the main zone were returned as follows:

Trench	Metres	Gold gpt
Main Zone South	60	0.44
Including	8	1.08
Main Zone Central	14	1.29
Including	6	2.48
Main Zone Central	2	1.08
	2	0.40
Main Zone North	12	0.10

In the final quarter of 2007, Soltoro conducted a 7-hole 1,647-metre diamond drill program. Drilling was carried out to test for a bulk tonnage gold deposit as the possible source for numerous placer deposits that exist downstream along the Yaki River. Drilling during this initial phase was designed to test for mineralization below the felsic intrusives within the main zone. Drill holes 1 and 2 of the program were located within 10 metres of outcropping felsic intrusive and intercepted strongly silicified shale and limestone with a variable content of disseminated pyrite and/or pyrrhotite. Drill holes 3 and 4 were then drilled to the west where the thickness of the altered sediments was increasing. These encountered thicker intervals of the altered sediments seen in the first two holes while drill hole 5 cut a wide zone of silicified breccia with silicified shale and limestone clasts. Drill holes 6 and 7 were targeted next to felsic intrusive outcrops to the north and south of the first two holes and also encountered shales and limestones. Drill holes 4 and 5 encountered anomalous values of gold ranging from 100 to 208 ppb.

Results to date have not served to identify that the property could be the source of placer deposits which occur downstream from the property. It is likely that there still remains a larger felsic body hosting gold veins and/or a sediment hosted source related to the extensive silica flooding intersected in this initial round of drilling. There is also the possibility of an intrusive source as suggested by the narrow intrusive breccia dykes found in Drill holes 3 through 5.

A regional mapping and sampling program was resumed during the drill program to further investigate the potential of a mineralized ridge located on the north-east end of the property. The prior program identified a 300 metre long strike length along a felsic dyke. Assay results from the initial sampling program returned up to 1,280 gpt silver, 1.5% zinc and 2.2% copper. Follow-up sampling confirmed the copper-silver potential of this new zone along 300 metres of strike following the contact of a rhyolite dike with the hosting andesite volcanics. Further work is required to determine the full strike length of this zone and what relation it may have to main area of mineralization that was drill tested. No work was completed in the third quarter of 2008.

Other Mineral Prospects

On August 29, 2006, Soltoro-Mexico received 100% title interest to the 780 hectare Gavilan concession located in the San Joaquin district in the state of Queretaro. The Gavilan prospect was staked, based on historical reports, to investigate the potential for the area to host a zinc/silver/gold skarn. A limited geological reconnaissance program was completed in 2006 to identify mineralized areas and evaluate the style and extent of alteration.

On November 10, 2006, Soltoro-Mexico received 100% title interest to the 2,000 hectare El Santuario property in the Cardinal mining district in the state of Hidalgo, to cover the historic San Clemente gold district. A 6 day follow-up geological program was completed at Santuario in January 2008 to locate old workings and collect orientation samples to confirm data from historic government reports. Results from the survey returned values up to 10.2 gpt gold. Half the samples showed a strong bias towards coarse gold in metallic screen assaying. Coarse gold is traditionally difficult to reproduce reliably in assays and large sized samples will be needed to properly assay the gold mineralization at Santuario. Mapping has provided understanding of the controls on the structural system hosting the mineralization and recognition that the mineralization trends off the claim block to the NE. The “Sant” 1,200 hectare claim was subsequently staked to cover the strike extension of the mineralized zone.

On February 6, 2008, Soltoro-Mexico received 100% title to the 1,371 hectare Chinipas property in the state of Chihuahua. In March 2007, an orientation sampling program was conducted at Chinipas to assess the style of mineralization and to determine its lateral extent. Gold was found to be hosted in dilational fractures over a strike length of 3.4 kms. Sampling returned values up to 17.65 gpt gold, in a 15cm chip sample and 5.43% copper and 110 gpt silver respectively from two mine dump samples.

In Jalisco state, Soltoro also holds 100% title interest to the following concessions; the 10,985 hectare Victoria concession titled on January 22, 2008 and the 810 hectare Midas concession titled on November 28, 2007.

On March 3rd, 2008, Soltoro-Mexico made application for the 1,371 hectare Margarita claim at the Tiamaro property in the state of Michoacan. Tiamaro is located in a prospective copper district. A brief sampling program was carried out in September of 2008 using a third party consultant.

Mr. William McGuinty, P.Geo., a director of the Company and qualified person as defined by NI 43-101 has reviewed the contents of this MD&A. Field supervision of the projects is provided by Mr. Chris Lloyd, Vice President, Exploration.

3. BUSINESS COMBINATION

The consolidated financial statements of Soltoro Ltd. (formerly Blue Fyre One Inc., a capital pool company) reflect the reverse takeover by Soltoro Ltd. (“Private Soltoro”) of Blue Fyre One Inc. (“Blue Fyre”), a capital pool company under the policies of the TSX Venture Exchange, by way of a three-way amalgamation. This transaction was approved by the shareholders of each company and was completed on August 31, 2006. The details of the transaction are outlined in the audited financial statements for the year ended December 31, 2007.

4. RESULTS OF OPERATIONS

The net loss and comprehensive loss for the quarter ended September 30, 2008 was $107,548 as compared to a net loss and comprehensive loss of $148,221 for the quarter ended September 30, 2007. The decrease in the loss of $40,673 for the quarter is primarily attributable to a decrease in administrative expenses of $56,194, offset by a revaluation loss of marketable securities held for trading of $9,250 due to a decline in the share price of Southern Silver Exploration Corporation, and a decline in interest income of $6,271.

The decrease in total administrative expenses during the quarter was primarily attributable to a difference in foreign exchange translation of $40,520. Other significant changes in administrative expenses included decreases in legal and audit fees of $14,164, investor relations of $12,154 and stock based compensation of $18,276, offset by an increase in salaries and management fees of $ 13,370. During the quarter the Company also incurred property investigation costs of $7,328. Non-cash stock option compensation will continue to be a material expense to the Company.

The net loss and comprehensive loss for the nine months ended September 30, 2008 was $443,386 as compared to a net loss and comprehensive loss of $564,190 for the nine months ended September 30, 2008. The decrease in the loss of $120,804 for the nine months is primarily attributable to a decrease in administrative expenses of $186,136, offset by a revaluation loss of marketable securities held for trading of $34,250 due to a decline in the share price of Southern Silver Exploration Corporation, and a decline in interest income of $31,082.

The decrease in total administrative expenses year to date was primarily attributable to a difference in foreign exchange translation of $88,737 and reduced stock based compensation of $123,877. Other significant changes in administrative expenses included decreases in investor relations of $43,475, offset by increases in management fees of $21,343, legal and audit fees of $13,258, and rent of $14,034. Non cash stock based compensation will continue to be a material expense to the Company.

The net loss and comprehensive loss for the year ended December 31, 2007 was $737,146 as compared to a net loss of $320,503 for the period ended December 31, 2006. The December 31, 2006 loss the increase in company activity since incorporation on September 12, 2005 and the reverse takeover with Blue Fyre One Inc. completed on August 31, 2006. Further details are outlined in the audited financial statements for year ended December 31, 2007. The increase in the loss of $416,643 for the year is primarily attributable to: an increase in salaries and management costs of $35,095; legal and audit fees of $21,171 and total administration expenses of $29,598 made up of rent, office expenses, regulatory fees, transfer agent fees, communications and travel. The foreign exchange loss of $70,721 was attributable to the fluctuation of the Mexican Pesos, US Dollar and Canadian Dollar. The stock based compensation increased by $138,027 and will continue be a material expense to the Company in the future.

The net loss for the year ended December 31, 2006 was $320,503. The year ended December 31, 2005 is reported from the incorporated date of September 12, 2005.

5. FINANCING AND CAPITALIZATION

At September 30, 2008 and to the date of this MD&A, the Company had 20,215,000 shares issued and outstanding and after giving effect to outstanding stock options and warrants, 22,520,000 shares on a fully diluted basis.

6. LIQUIDITY AND CASH FLOW

At September 30, 2008, the Company had liquid resources, including cash and funds held in the form of redeemable interest bearing term deposits, of $516,722 and marketable securities with a fair value of $10,000. The significant sources and outflows of cash during the nine months ended September 30, 2008 are detailed in the cash flow statement and include:

a. Total cash outlays of $842,733 on equipment and acquisition and exploration costs associated with the Company's mineral properties; and
b. Total cash outlays of $84,517 on operations, with the net loss and comprehensive loss of $422,526; non-cash stock-based compensation of $87,735; an increase in accounts receivable and prepaid expenses of $164,013 and an increase in accounts payable and accrued liabilities of $71,870.

The Company considers that its existing cash resources are sufficient to carry out its planned exploration activities in the short term, but it will be necessary to raise additional funds going forward.

The Company's ability to raise additional funds and its future performance is largely tied to the financial markets related to junior exploration companies. Current financial markets are likely to be volatile in Canada for the remainder of the calendar year and potentially into 2009-2010, reflecting ongoing concerns about the stability of the global economy and weakening global growth prospects. As well, concern about global growth has led to sustained drops in the commodity markets. Unprecedented uncertainty in the credit markets has also led to increased difficulties in borrowing/raising funds. Junior exploration companies world-wide have been hit particularly hard by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting the present shareholders of the Company. With continued market volatility and slower economic growth, the Company's strategy is to joint venture projects where possible; spend its funds in a prudent manner; and scale back on its exploration programs. The Company believes this strategy will enable it to meet these near-term challenges. The Company still has a strong belief in the exploration potential of its properties and hopes to emerge in a solid financial position once the economy moves into the next upturn of the commodity cycle.

7. QUARTERLY INFORMATION

Selected financial information of the Company for the quarterly periods indicated:

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2008 Unaudited	($)	($)	($)	($)
Interest income	6,338	10,357	8,963	
Stock-based compensation	65,333	17,483	4,919	
Administrative expenses – net	129,748	125,968	95,342	
Gain (loss) on investment	(9,000)	(5,000)	(16,250)	
Income (Loss) for the quarter	(197,743)	(138,094)	(107,548)	
Loss per common share – basic and diluted	0.01	0.01	0.00	
Exploration & acquisition expenditures	277,737	107,912	454,452	
2007 Unaudited				
Interest Income	19,265	22,241	15,234	10,936
Stock-based compensation	109,020	79,398	23,195	39,121
Administrative expenses – net	160,389	119,668	133,260	137,771
Gain (loss) on investment	3,500	7,500	(7,000)	(4,000)
Income (Loss) for the quarter	(246,644)	(169,325)	(148,221)	(172,956)
Loss per common share – basic and diluted	0.01	0.01	0.01	0.01
Exploration & acquisition expenditures	461,935	630,458	364,364	252,480
2006 Unaudited				
Interest income				21,483
Stock-based compensation				36,658
Administrative expenses – net				131,974
Gain (loss) on investment				Nil
Income (Loss) for the quarter				(147,149)
Loss per common share – basic and diluted				0.01
Exploration & acquisition expenditures				428,741

The results since the fourth quarter of 2006 reflect increased costs related to the Company being a public issuer on the TSX-V since September 2006. In the current quarter ended September 30, 2008 exploration expenditures totalled $454,453, including the funding by Sumitomo of $57,680 for the La Tortuga exploration project. Exploration expenditures totalled $3,184,474 for the period ended September 30, 2008, being an increase from the total of $2,357,029 for the year ended December 31, 2007 and $572,426 for the year ended December 31, 2006. Funding from Sumitomo for the La Tortuga concession totalled $781,368 since the commencement of the agreement signed on August 20, 2007 and is reflected in the declining trend in reported deferred exploration expenditures.

8. OUTLOOK

Management's strategy for building Soltoro into a profitable resource company and maximizing shareholder value is to acquire and explore drill ready or near drill ready properties with the potential to host significant economic deposits within prolific mining districts in Mexico. The Company explores primarily for gold, silver and copper, with the objective of enhancing the value of its properties either by direct exploration or through joint venture to a third party. This strategy diversifies the business risks inherent in developing a single property and may increase shareholder value substantially going forward.

The Company has ongoing drilling programs and continues to explore its Mexican properties actively. Exploration on two of the Company's properties is being funded by joint venture partners. Future quarterly results, in terms of both corporate expenditures charged to operations and exploration expenditures charged to deferred exploration costs, will be constrained by the current difficult market conditions and lack of financing available to junior mining companies. .

The Company's cash resources are considered sufficient to enable the Company to continue evaluative work on its properties in the short term, but additional funds will be required going forward.

9. RELATED PARTY TRANSACTIONS

Accounts payable and accrued liabilities include amounts due to an officer and director of the Company in the amount of $133 (September 30, 2007 - $Nil). This liability was incurred in the normal course of business and is unsecured, non-interest bearing and has no fixed terms of repayment.

During the nine months ended September 30, 2008, the Company incurred management and geological consultancy fees of $214,080 (period to September 30, 2007 - $145,513) with respect to management services provided by officers and directors of the Company and its wholly owned subsidiary. These transactions were in the normal course of business and were measured at the exchange amount, which is the amount established and agreed to by the related parties. Of the total amount, $109,500 (period to September 30, 2007 - $54,000) was charged to operations for officers of the Company, and $104,580 (period to September 30, 2007 - $91,513) was capitalized as a component of the Company's mineral properties and deferred exploration expenditures.

10. DISCLOSURE AND INTERNAL CONTROLS

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the interim financial statements and (ii) the interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the interim financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

11. CHANGE IN ACCOUNTING POLICIES

Capital Disclosures and Financial Instruments – Disclosures and Presentation
On December 1, 2006, the CICA issued three new accounting standards: Capital Disclosures (Handbook Section 1535), Financial Instruments – Disclosures (Handbook Section 3862), and Financial Instruments – Presentation (Handbook Section 3863). These new standards became effective for the Company on January 1, 2008.

Capital Disclosures
Handbook Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such noncompliance. The Company has included disclosures recommended by the new Handbook section in Note 3 to these unaudited interim financial statements.

Financial Instruments
Handbook Sections 3862 and 3863 replace Handbook Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included disclosures recommended by the new Handbook section in Note 4 to these unaudited interim financial statements.

12. FUTURE ACCOUNTING CHANGES

International Financial Reporting Standards ("IFRS")
In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian generally accepted accounting principles with IFRS for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011. On February 13, 2008 the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is currently assessing the impact of IFRS on its financial statements.

The Company has commenced the development of an IFRS implementation plan to prepare for this transition, and is currently in the process of identifying the key accounting policy changes that may be required. Once the potential accounting policy changes have been identified, other elements of the plan will be addressed including the implication on information technology, internal controls, contractual arrangements and employee training.

Goodwill and Intangible Assets

In October 2007, the CICA approved Handbook Section 3064, "Goodwill and Intangible Assets" which replaces the existing Handbook Sections 3062, "Goodwill and Other Intangible Assets" and 3450 "Research and Development Costs". This standard is effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2009, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The Company is currently assessing the impact of this new accounting standard on its financial statements.

13. CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of recoverable value on its mineral properties as well as the value of stock-based compensation. Both of these estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

The Company's recorded value of its mineral properties is based on historical costs that it expects to be recovered in the future. The Company operates in an industry that is exposed to a number of risks and uncertainties, including exploration risk, development risk, commodity price risk, operating risk, ownership, funding, and currency risk, as well as environmental risk. All of these factors are potentially subject to significant change, out of the Company's control, however such changes are not determinable. Failure to conduct additional work on its exploration properties may result in their loss. Accordingly, there is always the potential for a material adjustment to the value assigned to mineral properties.

The factors affecting stock-based compensation include the use of a Black-Scholes option pricing model which has its limitations and the use of estimates when stock options might be exercised and stock price volatility. While these factors could have a material impact on stock-based compensation expense and hence the results of operations, stock-based compensation is a non-cash item and there would be no impact on the Company's financial condition.

14. RISK FACTORS

The Company's business requires and will continue to require significant financings and is subject to risks associated with industry and economic factors, mineral prices, mineral resources and exploration activities. Readers should review and consider the financial, operational, permitting and environmental risk factors faced by the Company, which are common to junior exploration companies.

Industry and economic factors affecting the Company

The following factors may affect the Company's performance:

• The Company's future performance is largely tied to the financial markets related to junior exploration companies;

• Current financial markets are likely to be volatile in Canada for the remainder of the calendar year and potentially into 2009-2010, reflecting ongoing concerns about the stability of the global economy and weakening global growth prospects. As well, concern about global growth has led to sustained drops in the commodity markets. Unprecedented uncertainty in the credit markets has also led to increased difficulties in borrowing/raising funds. Junior exploration companies world-wide have been hit particularly hard by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting present shareholders of the Company;

• With continued market volatility and slower economic growth, the Company's strategy is to spend its funds in a prudent manner and scale back on its exploration programs.

• The Company believes this strategy will enable it to meet these near-term challenges. The Company still has a strong belief in the exploration potential of its properties and hopes to emerge in a solid financial position once the economy moves into the next upturn of the commodity cycle.

Exploration, Development and Operating Risks

The exploration for and development of mineral deposits is a speculative venture involving a high degree of risk. Even a combination of careful evaluation, experience and knowledge may not eliminate such risk. While the discovery of a commercially viable ore body may result in substantial rewards, few mineral properties which are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides, and the inability of Soltoro to obtain suitable machinery, equipment or labour are all risks involved with the conduct of exploration programs and the operation of mines. Substantial expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing may be required. It is impossible to ensure that the exploration or development programs planned by Soltoro will result in a profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should be brought into production will depend on the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to:

i) the particular attributes of the deposit, such as size, grade and proximity to infrastructure;
ii) metal prices, which are highly cyclical;
iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, permitting, importing and exporting of minerals and environmental protection;
iv) ongoing costs of production; and
v) Availability and cost of additional funding.
vi) local community and landowner opposition to access mineral rights.

The exact effect of these factors cannot be accurately predicted, but one or any combination of these factors may result in Soltoro not receiving an adequate return on invested capital.

Additional Capital

The ability of Soltoro to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of Soltoro. The development and exploration of Soltoro's properties may require substantial additional financing. Failure to obtain such financing may result in delaying or indefinite postponement of exploration, development or production on any or all of Soltoro's properties or a loss of a property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to

Soltoro. If additional financing is raised by Soltoro through the issuance of securities from treasury, control of Soltoro may change and security holders may suffer additional dilution.

Early Stage Projects

Each of the Company's projects is in the early exploration stage and is without a known body of commercial ore. There is no certainty that the expenditures made by Soltoro towards the search for and development of mineral deposits on its properties will result in discoveries of commercial quantities of ore.

Environmental Risks and Hazards

All phases of Soltoro's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Soltoro's operations. Environmental hazards may exist on the properties on which Soltoro holds interests which are unknown to Soltoro at present and which have been caused by previous or existing owners or operators of the properties or by current or previous surface rights owners. Government approvals and permits have been submitted as required and future approvals will be required in connection with Soltoro's operations. To the extent such approvals are required and not obtained, Soltoro may be curtailed or prohibited from continuing its mining operations or from proceeding with the planned exploration or development of the mineral properties in which it has an interest. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of exploration properties may be required to compensate those suffering loss or damage by reason of such parties' activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on Soltoro and cause increases in exploration expenses or capital expenditures or require abandonment or delays in development of new exploration properties.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and Soltoro may decide not to insure such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of Soltoro. The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Soltoro periodically evaluates the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance. Without such insurance, and if Soltoro becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds available to Soltoro to pay such liabilities and result in bankruptcy. Should Soltoro be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Permitting

Soltoro's current and future operations will require approvals and permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such approvals and permits for the existing operations or additional approvals or permits for any possible future changes to operations. Prior to any development on any of its properties, Soltoro must receive permits from appropriate governmental authorities. There can be no assurance that Soltoro will obtain or continue to hold all permits necessary to develop or continue operating at any particular property.

Infrastructure

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, and government or other interference in the maintenance or provision of such infrastructure could adversely affect Soltoro's operations, financial condition and results of operations.

Title to Mining Concessions

The validity of mining concessions generally can be contested, and although Soltoro has taken steps to acquire the necessary title to its mining concessions, some risk exists that title to such concessions may be defective. In order to maintain the mining concessions, Soltoro must incur certain minimum exploration expenditures annually or risk forfeiture of the mining concessions and any such expenditure made to such time.

Competition

The resource and mining exploration industry is intensely competitive in all of its phases. As a result of this competition, some of which is with large, established mining companies with substantial capabilities and greater financial and technical resources than Soltoro, the Company may be unable to acquire additional mineral properties on terms it considers acceptable, or continue to explore and develop its existing properties.

Market Factors and Volatility of Commodity Prices

The marketability of mineralized material which may be acquired or discovered by Soltoro will be affected by numerous factors beyond the control of Soltoro. These factors include market fluctuations in the prices of minerals sought, which are highly volatile, the proximity and capacity of natural resource markets and processing equipment, and government regulations, including regulations relating to prices, taxes, royalties, permitting, land tenure, land use, importing and exporting of minerals and environmental protection. The effect of these factors cannot be accurately predicted, but these factors may result in Soltoro not receiving an adequate return on invested capital. Prices of certain minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the control of Soltoro. Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by Soltoro would have a material adverse effect on Soltoro, and could result in the suspension of exploration or development of mining operations by Soltoro.

Foreign Operations

All of the Company's property interests are located in Mexico, and are subject to that jurisdiction's laws and regulations. The Company believes the present attitude of Mexico to foreign investment and mining to be favourable but investors should assess the political risks of investing in a foreign country. Variations from the current regulatory, economic and political climate could have an adverse effect on the affairs of the Company.

Exchange Rate Fluctuations

Exchange rate fluctuations may adversely affect Soltoro's financial position and results. Soltoro does not currently hedge or otherwise mitigate its foreign currency risks.

Key Executives

Soltoro is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of Soltoro, the loss of these persons or Soltoro's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations. Soltoro does not currently carry any key man life insurance on any of its executives.

Conflicts of Interest

Certain of the directors and officers of Soltoro also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving Soltoro will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Soltoro and its shareholders.

Cautionary Note Regarding Forward-Looking Information

Except for statements of historical fact relating to Soltoro, certain information contained in this MD&A constitutes “forward-looking information” under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the potential of the Company’s properties; the future price of precious and/or base metals; success of exploration activities; cost and timing of future exploration and development; requirements for additional capital and other statements relating to the financial and business prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, ”would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during permitting; the possibility that future exploration results will not be consistent with the Company's expectations; timing and availability of external financing on acceptable terms and in light of the current decline in global liquidity and credit availability; the uncertainty of conducting activities within a joint venture structure; currency exchange rates; government regulation of mining operations; failure of equipment or processes to operate as anticipated; risks inherent in mineral exploration and development including environmental hazards, industrial accidents, unusual or unexpected geological formations; and uncertain political and economic environments. Although management of Soltoro has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

November 25, 2008,

(Signed) "Andrew Thomson"
Andrew Thomson
President and Chief Executive Officer

(Signed) "Douglas Reeson"
Douglas Reeson
Chief Financial Officer